

RECORDATION NO. 23811 FILED

Manchester Place
2 East Mifflin Street, Suite 800
Madison, Wisconsin 53703-4217

JAN 8 '02

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Murphy&Desmond

SURFACE TRANSPORTATION BOARD

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P.O. Box 2038
Madison, Wisconsin 53701-2038

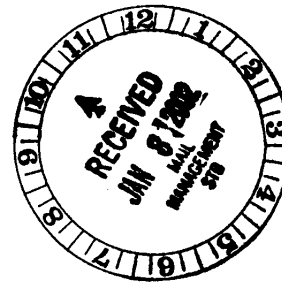
Telephone (608) 257-7181
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7 December 2001

CERTIFIED MAIL – RETURN RECEIPT REQUESTED

Surface Transportation Board
Office of the Secretary
1925 K Street, NW
Washington, DC 20423-0001



Re: Recordation of Security Interest in Rolling Stock

Dear Secretary:

I have enclosed an original and one copy of the document described below (the "Record Document"), to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code. The Record Document is a Memorandum of Chattel Security Agreement, a primary document, dated December 7, 2001. The names and addresses of the parties to the Record Document are as follows:

SECURED PARTY: Associated Bank, N.A.
6300 University Avenue
Middleton, WI 53562

GRANTOR: Greenway Center, LLC
8401 Greenway Boulevard
Middleton, WI 53562

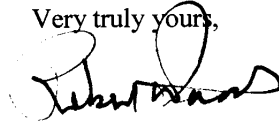
A description of the equipment covered by the Record Document is set forth on Exhibit A attached hereto. A fee of \$28 is enclosed. Please return the original and any extra copies not needed by the Board for recordation to the undersigned at the address shown above, as well as a receipt for the recordation fee. A short summary of the Record Document to appear in the index follows:

Memorandum of Chattel Security Agreement by and between Greenway Center, LLC, a Wisconsin limited liability company, as Grantor/Debtor, and Associated Bank, N.A., a national banking association, as Secured Party, dated December 7, 2001, and covering, among other things, certain railroad cars and other rolling stock more particularly described on Exhibit A attached hereto.

Surface Transportation Board
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Please contact the undersigned if you have any questions or comments regarding any of the foregoing.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert A. Pasch", written over a circular embossed seal.

Robert A. Pasch

RAP:js

212316

Enclosures

ltrs\Surface 1

cc: Mr. Greg Callin
Ms. Jackie Nerat
Attorney Richard W. Pitzner

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EXHIBIT A

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF CHATTEL SECURITY AGREEMENT

THIS MEMORANDUM OF CHATTEL SECURITY AGREEMENT, dated as of December 7, 2001, is made by and between **Greenway Center, LLC**, a Wisconsin limited liability company (the "Grantor/Debtor") and **Associated Bank, N.A.**, a national banking association (the "Secured Party").

RECITALS:

1. As collateral security for certain financial accommodations made or to be made by the Secured Party to the Grantor/Debtor, the Grantor/Debtor has executed in favor of the Secured Party a certain Chattel Security Agreement dated December 7, 2001 (the "Security Agreement")
2. In order to facilitate the perfection of certain of the security interests created by the Security Agreement, the Grantor/Debtor and the Secured Party desire to give notice of the existence of the Security Agreement.

AGREEMENTS:

NOW, THEREFORE, in consideration of the sum of One and no/100 Dollars (\$1.00) and other good and valuable consideration, the nature, receipt, and sufficiency of which is hereby acknowledged, the Grantor/Debtor and the Secured Party hereby agree as follows:

- A. Grantor/Debtor is party to the above-described Security Agreement, pursuant to which Grantor/Debtor has granted to the Secured Party a security interest in, among other things, all of the Grantor/Debtor's right, title, and interest in and to the Grantor's/Debtor's railroad cars and other rolling stock, whether now or hereafter owned, existing, arising, or acquired and wherever located, including without limitation the railroad cars and other rolling stock listed on Exhibit A attached hereto.
- B. The current mailing addresses of the Grantor/Debtor and the Secured Party are set forth below.
- C. This Memorandum of Chattel Security Agreement has been executed and delivered by the Grantor/Debtor and the Secured Party for the purpose of recording with the Surface Transportation Board and giving notice that a security interest in railroad cars and other rolling stock has been granted by the

Grantor/Debtor in favor of the Secured Party in accordance with the terms, covenant, and conditions of the Security Agreement.


D. The terms and conditions of the Security Agreement are incorporated into this Memorandum of Chattel Security Agreement as if set forth fully herein.

IN WITNESS WHEREOF, the Grantor/Debtor and the Secured Party have executed this Memorandum of Chattel Security Agreement as of the date and year first above written.

GRANTOR:

GREENWAY CENTER, LLC
a Wisconsin limited liability company

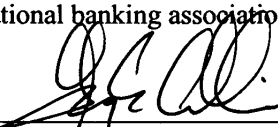
Address:
8401 Greenway Boulevard
Middleton, WI 53562

By: 
Its: Authorized Representative

SECURED PARTY:

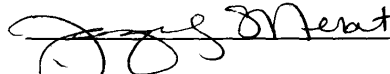
ASSOCIATED BANK, N.A.
a national banking association

Address:
6300 University Avenue
Middleton, WI 53562

By: 
Its: ANDREW V. B. PRESIDENT

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

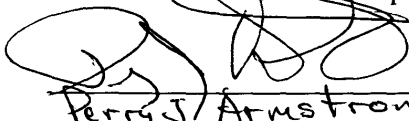
On this 7th day of December, 2001, before me, the undersigned officer, personally appeared Jeffrey Straubel, to me personally known, who being by me duly sworn, says that he is the member of Greenway Center, LLC, a Wisconsin limited liability company, that said instrument was signed and sealed on behalf of said limited liability company by the authority of the limited liability company, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.



Notary Public, State of Wisconsin
My Commission Expires: Aug 13, 2003

STATE OF WISCONSIN)
) ss.
COUNTY OF DANE)

On this 7th day of December, 2001, before me, the undersigned officer, personally appeared Gray E. Callin, to me personally known, who being by me duly sworn, says that he is the SR. Vice Pres. of Associated Bank, N.A., a national banking corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Perry J. Armstrong
Notary Public, State of Wisconsin
My Commission Expires: is permanent

EXHIBIT A

Rolling Stock

1. WSOR 10A
2. WSOR 10C
3. WSOR 71A
4. WSOR 800587, City of Milwaukee
5. WSOR 1002, City of Janesville
6. WSOR 1001, City of Horicon
7. WSOR 800151, Northern Pass